

Annette W. Jarvis (1649)
Steven C. Strong (6340)
Benjamin J. Kotter (9592)
DORSEY & WHITNEY, LLP
136 South Main Street Suite 1000
Salt Lake City, Utah 84101
Telephone: (801) 933-7360
Facsimile: (801) 933-7373
Email: jarvis.annette@dorsey.com
Email: strong.steven@dorsey.com
Email: kotter.benjamin@dorsey.com

Richard W. Havel
Christina M. Craige
Drew A. Norman
SIDLEY AUSTIN LLP
555 West Fifth Street
Los Angeles, California 90013
Telephone: (213) 896-6017
Facsimile: (213) 896-6600
Email: rhavel@sidley.com
Email: ccraige@sidley.com
Email: danorman@sidley.com

Attorneys for WestLB, AG

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF UTAH, CENTRAL DIVISION

In re:

EASY STREET HOLDING, LLC, *et al.*,

Debtors.

Tax ID Numbers:

35-2183713 (Easy Street Holding, LLC),
20-4502979 (Easy Street Partners, LLC), and
84-1685764 (East Street Mezzanine, LLC)

Case No. 09-29905

(Jointly Administered with Cases 09-29907
and 09-29908)

Chapter 11

Honorable R. Kimball Mosier

SUPPLEMENTAL DECLARATION OF WILLIAM SHOAF

William Shoaf, being duly sworn, hereby declares under penalty of perjury pursuant to
28 U.S.C. § 1746(2):

1. I am one of the co-managers of Easy Street Partners, LLC ("**Partners**"), Easy
Street Mezzanine, LLC ("**Mezzanine**"), and Easy Street Holding, LLC ("**Holding**"), debtors and

debtors in possession in the above-captioned bankruptcy cases (collectively, the “Debtors” or the “Companies”). I am also the manager of CloudNine-Sky Lodge Management, LLC, which manages the day-to-day operations of the Debtors’ business, the Sky Lodge located in Park City, Utah. I am responsible for and totally familiar with the day-to-day operations, business, and financial affairs of the Debtors.

2. Previously, the Court has approved a stipulation with WestLB, AG providing for the use of cash collateral (the “Cash Collateral Stipulation”), subject to a number of terms and conditions, including provisions relating to a budget (the “Cash Collateral Budget”).

3. Paragraph 20 of the Cash Collateral Stipulation provides, among other things, that unless the Court orders otherwise, Partners shall retain not less than the aggregate amount of \$1.7 million in the Sky Lodge Sales Proceeds Account (account no. 12997375) and the Sky Lodge Deposit Account (account no. 12997367) (the “Accounts”).

4. Partners and WestLB have proposed certain modifications to the Cash Collateral Stipulation and the Cash Collateral Budget, as set forth in the “Joint Motion to Approve Amendments to Stipulation Authorizing Use of Cash Collateral Pursuant to 11 U.S.C. § 363 and Granting Additional Adequate Protection to WestLB, AG,” (Docket No. 172, filed November 25, 2009).

5. Those modifications include the addition to the Cash Collateral Budget of an additional expense item for the costs and fees of WestLB, AG, in the amount of up to \$100,000 per month.

6. I prepared, and am familiar with the Cash Collateral Budget, as originally proposed and as proposed to be amended.

7. Attorneys fee payments under the Cash Collateral Stipulation are estimates only, and are subject to other orders of the Court. For purposes of this declaration, I have assumed that actual payments of attorneys fees will not exceed amounts projected in the Cash Collateral Budget, as amended.

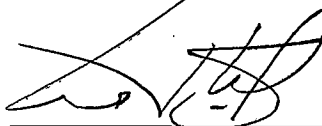
8. The current Cash Collateral Stipulation provides for use of cash collateral through December 31, 2009. For purposes of this declaration, I have assumed that the Cash Collateral Budget may be extended through January 31, 2009.

9. With these assumptions, I have determined that, at least through January 31, 2010, continued retention of the aggregate amount of \$1.7 million in the Accounts will not preclude payments under the Cash Collateral Budget.

I declare under penalty of perjury that the foregoing is true and correct.

Dated this 10th day of December, 2009.

EASY STREET PARTNERS, LLC;
EASY STREET MEZZANINE, LLC; and
EASY STREET HOLDING, LLC

A handwritten signature in black ink, appearing to be 'W. Shoaf', is written over a horizontal line.

William Shoaf, Co-Manager